





ARIZONA CORPORATION COMMISSION

DATE:

JUNE 9, 1998

DOCKET NOS:

W-03510A-98-0073 ET AL.

TO ALL PARTIES:

Enclosed please find the recommendation of Hearing Officer Lyn Farmer. The recommendation has been filed in the form of an Opinion and Order on:

BROOKE WATER, L.L.C.; DESERT UTILITIES, INC.; HIGH COUNTRY WATER CO., INC.; PINE-OAK WATER CO., INC; E&R WATER CO., INC.; WILLIAMSON WATERWORKS, INC.; and C&S WATER CO., INC. (TRANSFER CC&N)

Pursuant to A.A.C. R14-3-110(B), you may file exceptions to the recommendation of the Hearing Officer by filing an original and ten (10) copies of the exceptions with the Commission's Docket Control at the address listed below by **4:00** p.m. on or before:

JUNE 16, 1998

The enclosed is <u>NOT</u> an order of the Commission, but a recommendation of the Hearing Officer to the Commissioners. Consideration of this matter has <u>tentatively</u> been scheduled for the Commission's Working Session and Open Meeting to be held on:

JUNE 17, 1998 and JUNE 18, 1998

For more information, you may contact Docket Control at (602)542-3477 or the Hearing Division at (602)542-4250.

JACK ROSE

EXECUTIVE SECRETARY

BEFORE THE ARIZONA CORPORATION COMMISSION

· -		
2	JIM IRVIN	
3	COMMISSIONER - CHAIRMAN RENZ D. JENNINGS	
4	COMMISSIONER CARL J. KUNASEK	
5	COMMISSIONER	
6	IN THE MATTER OF THE APPLICATION OF) BROOKE WATER , L.L.C. FOR APPROVAL OF)	DOCKET NO. W-03510A-98-0073 DOCKET NO. W-03039A-98-0073
7	THE TRANSFER OF ASSETS AND (CERTIFICATE OF CONVENIENCE AND (CE	
8	NECESSITY.)	
9	IN THE MATTER OF THE APPLICATION OF)	DOCKET NO. W-03511A-98-0074
10	DESERT UTILITIÉS, INC. FOR APPROVAL OF) THE TRANSFER OF ASSETS AND	DOCKET NO. W-02075A-98-0074
11	CERTIFICATE OF CONVENIENCE AND NECESSITY.	
12	(1,2,2,2,3,1,1,1,1,1,1,1,1,1,1,1,1,1,1,1,	
13	IN THE MATTER OF THE APPLICATION OF () HIGH COUNTRY WATER CO., INC. FOR ()	DOCKET NO. W-03511A-98-0075 DOCKET NO. W-02417A-98-0075
14	APPROVAL OF THE TRANSFER OF ASSETS (AND CERTIFICATE OF CONVENIENCE AND ())
15	NECESSITY.	
16	IN THE MATTER OF THE APPLICATION OF	DOCKET NO. W-03511A-98-0076
17	PINE-OAK WATER CO., INC. FOR APPROVAL) OF THE TRANSFER OF ASSETS AND	DOCKET NO. W-02396A-98-0076
18	CERTIFICATE OF CONVENIENCE AND NECESSITY.	
19	TVECESSIT 1.	
20	IN THE MATTER OF THE APPLICATION OF E&R WATER CO., INC. FOR APPROVAL OF	DOCKET NO. W-03512A-98-0078 DOCKET NO. W-01576A-98-0078
	THE TRANSFER OF ASSETS AND CERTIFICATE OF CONVENIENCE AND)
21	NECESSITY.))
22	IN THE MATTER OF THE ADDITION OF))) DOCKET NO. W-03512A-98-0079
23	IN THE MATTER OF THE APPLICATION OF WILLIAMSON WATERWORKS, INC. FOR APPROVAL OF THE TRANSFER OF ASSETS	DOCKET NO. W-03312A-98-0079 DOCKET NO. W-02137A-98-0079
24	AND CERTIFICATE OF CONVENIENCE AND))
25	NECESSITY.))
26		
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DOCKET NO. W-03510A-98-0073 ET AL.

1 2 3	IN THE MATTER OF THE APPLICATION UNITED UTILITIES, INC. FOR APPROVA OF THE TRANSFER OF ASSETS AND CERTIFICATE OF CONVENIENCE AND NECESSITY.	AL)		DOCKET NO. W-03513A-98-0080 DOCKET NO. W-01993A-98-0080
4 5 6 7	IN THE MATTER OF THE APPLICATION WILLIAMSON WATERWORKS, INC. FO APPROVAL OF THE TRANSFER OF ASS AND CERTIFICATE OF CONVENIENCE NECESSITY.	OR) SETS)		DOCKET NO. W-03513A-98-0081 DOCKET NO. W-02137A-98-0081
8 9 10	IN THE MATTER OF THE APPLICATION C&S WATER CO., INC. FOR APPROVAL THE TRANSFER OF ASSETS AND CERTIFICATE OF CONVENIENCE AND NECESSITY.	OF)		DOCKET NO. W-03514A-98-0083 DOCKET NO. W-02134A-98-0083
11 12 13 14	IN THE MATTER OF THE APPLICATION UNITED UTILITIES, INC. FOR APPROVATHE TRANSFER OF ASSETS AND CERTIFICATE OF CONVENIENCE AND NECESSITY.	AL OF		DOCKET NO. W-03514A-98-0084 DOCKET NO. W-01993A-98-0084
15 16 17	IN THE MATTER OF THE APPLICATION UNITED UTILITIES, INC. FOR APPROVA OF THE TRANSFER OF ASSETS AND CERTIFICATE OF CONVENIENCE AND NECESSITY.	AL)))))	DOCKET NO. W-03515A-98-0077 DOCKET NO. W-01993A-98-0077
18 19 20 21	IN THE MATTER OF THE APPLICATION E & R WATER CO. INC., FOR APPROVATHE TRANSFER OF ASSETS AND CERTIFICATE OF CONVENIENCE AND NECESSITY.	LOF)))))))))))	DOCKET NO. W-03513A-98-0082 DOCKET NO. W-01576A-98-0082 DECISION NO
22	DATE OF HEARING:	June 1,	1998	
23	PLACE OF HEARING:	Phoenix	k, Ariz	ona
24	PRESIDING OFFICER:	Lyn Fai	mer	
25 26	APPEARANCES:			Masters-Brown, STREICH LANG, P.A. on condents; and
27 28		Ms. Jar behalf c Commi	of the U	Wagner, Staff Attorney, Legal Division, on Itilities Division of the Arizona Corporation
	d.			

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BY THE COMMISSION:

On February 12, 1998 Brooke Water, L.L.C. ("Brooke Water"), Desert Utilities, Inc. ("Desert Utilities"), High Country Water Co., Inc. ("High Country"), Pine-Oak Water Co. Inc. ("Pine-Oak"), E&R Water Co., Inc. ("E&R"), Williamson Waterworks, Inc. ("Williamson Waterworks"), United Utilities, Inc. ("United Utilities") and C&S Water Co., Inc. ("C&S") (collectively "Applicants") filed applications with the Arizona Corporation Commission ("Commission") for approval of the transfer of certain portions of assets and corresponding Certificates of Convenience and Necessity ("Certificate" or "CC&N").

On March 11, 1998, the Commission's Utilities Division Staff ("Staff") filed a Motion to Consolidate ("Motion"). By Procedural Order issued on April 2, 1998, Staff's Motion was granted. By Procedural Orders issued on April 23 and 28, 1998, the consolidated applications were set for hearing. On June 1, 1998, a full public hearing was held before a duly authorized Hearing Officer of the Commission at its offices in Phoenix, Arizona. Applicant and Staff appeared with counsel and presented evidence. At the conclusion of the hearing, the matter was taken under advisement pending submission of a Recommended Opinion and Order to the Commission.

DISCUSSION

The applications were filed in order to reorganize the water utility structure of Brooke Utilities, Inc. ("Brooke") to correspond with geographical boundaries. Currently, Brooke is the parent company and has the following subsidiary entities: Brooke Water, C&S, Desert Utilities, High Country, Pine-Oak, E&R, United Utilities, and Williamson Waterworks ("Transferors"). After the reorganization, the following seven water companies will operate the various systems: Brooke Water, Circle City Water Co. LLC., Tonto Basin Water Co., Inc., Payson Water Co., Inc., Pine Water Co., Inc., Strawberry Water Co., Inc., and Navajo Water Co., Inc. ("Transferees"). Attached to this Decision is Exhibit 1 which depicts the current organization of Brooke Utilities, Inc.; Exhibit 2 which depicts the reorganization; and Exhibit 3 which sets forth the legal description and corresponding map for each Transferee.

The Applicant's witness, Robert Hardcastle, the managing member of Brooke Water and the President of the other Applicants, testified that the geographic regrouping and transferring of the water systems will result in operating, administrative, and regulatory reporting efficiencies. There will be no

change in terms of rates and tariffs, ownership, management, or operations of the current water systems.

There are outstanding refunds due for customer security deposits, main extension agreements, and meter and service line installations. These outstanding amounts will be transferred to the new companies following the transfer. The Transferees have not obtained their required franchise, and Staff recommended that the Commission condition approval of the applications upon the Transferees filing a copy of their franchises with the Commission within 365 days from the date of the Commission's Decision. The Applicants are current on their taxes and with the Commission's filing requirements. Not all of the Transferors are in compliance with the Arizona Department of Environmental Quality ("ADEQ") monitoring requirements. As a result of the testing deficiencies, ADEQ stated that the water quality was undeterminable. Staff recommends that the Commission condition approval of the transfers on all of the Transferors filing with the Commission a statement from ADEQ that they are delivering water that does not exceed the maximum contaminant levels, and meets the Safe Drinking Water Act quality requirements.

Having considered the entire record herein and being fully advised in the premises, the Commission finds, concludes, and orders that:

FINDINGS OF FACT

- 1. Applicant provides water utility service to the public in La Paz, Maricopa, Gila, and Navajo Counties, Arizona, pursuant to authority granted by the Commission.
- 2. On February 12, 1998, Applicant filed applications for approval of the transfer of Certificates and the sale of assets.
- 3. Applicant duly notified its customers and all property owners in the area of the application and hearing and in response thereto, no objections or claims have been made.
 - 4. On April 16, 1998, Staff filed its Staff Report in this matter.
- 5. By Procedural Orders issued on April 23 and 28, 1998, the hearing on this matter was scheduled for June 1, 1998.
- 6. The hearing was held as scheduled and no members of the public appeared to make a public comment.

- 7. The applications were filed in order to reorganize the water utility structure of Brooke and Brooke Water to correspond with geographical boundaries.
- 8. The geographic regrouping and transferring of the water systems is intended to result in operating, administrative, and regulatory reporting efficiencies.
- 9. There will be no change in terms of rates and tariffs, ownership, management, or operations of the current water systems.
- 10. There are outstanding refunds due for customer security deposits, main extension agreements, and meter and service line installations. These outstanding amounts will be transferred to the new companies following the transfer.
 - 11. Staff recommended that:
 - a) the Commission condition approval of the transfers on all of the Transferors filing with the Commission a statement from the ADEQ that they are delivering water that does not exceed any maximum contaminant levels, and meets the Safe Drinking Water Act quality requirements. At the time that all the Transferors systems that represent an entire Transferee company have filed verification with the Commission that they are in compliance with the ADEQ monitoring requirements and providing safe water, the Commission's Order approving those separate transfers should become effective subject to the following further conditions;
 - b) the Commission further condition approval of the applications on the Transferees filing a copy of their franchises with the Commission within 365 days from the date of the Commission's Decision;
 - c) the Commission order the Transferees to file tariffs reflecting the various divisions and their approved rates subsequent to the effectiveness of the Commission's Decision; and
 - d) the Transferees remain subject to all the rates and charges, terms and conditions, and Commission Decisions relative to the respective Transferors.
- 12. Staff's recommendations, as set forth in Findings of Fact No. 11, are reasonable and should be adopted.

CONCLUSIONS OF LAW

- 1. Applicant is a public service corporation within the meaning of Article XV of the Arizona Constitution and A.R.S. Section 40-281 *et seq*.
- 2. The Commission has jurisdiction over Applicant and of the subject matter of the application.
 - 3. There is a continuing need for public water utility service in Applicant's certificated areas.

DOCKET NO. W-03510A-98-0073 ET AL.

4. Brooke Water, Circle City Water Co. LLC., Tonto Basin Water Co., Inc., Payson Water Co., Inc., Pine Water Co., Inc., Strawberry Water Co., Inc., and Navajo Water Co., Inc. are fit and proper entities to receive the Certificates.

ORDER

IT IS THEREFORE ORDERED that the consolidated applications for approval of the sale of assets and the transfer of Certificates of Convenience and Necessity are hereby granted upon the condition that copies of the required franchises are filed with the Commission within 365 days from the date of this Decision and upon a statement from the ADEQ that the water being delivered does not exceed any maximum contaminant levels, and meets the Safe Drinking Water Act quality requirements filing with the Commission, as reflected in the Staff recommendation.

IT IS FURTHER ORDERED that the current rates shall continue to be charged to those customers who are affected by these transfers, until further Order of the Commission.

IT IS FURTHER ORDERED that within 30 days of the date of this Decision, Brooke Water, Circle City Water Co. LLC., Tonto Basin Water Co., Inc., Payson Water Co., Inc., Pine Water Co., Inc., Strawberry Water Co., Inc., and Navajo Water Co., Inc. shall file tariffs reflecting their various divisions and their approved rates.

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DOCKET NO. W-03510A-98-0073 ET AL.

- 11	
1	IT IS FURTHER ORDERED that Brooke Water, Circle City Water Co. LLC., Tonto Basin Water
2	Co., Inc., Payson Water Co., Inc., Pine Water Co., Inc., Strawberry Water Co., Inc., and Navajo Water
3	Co., Inc. shall remain subject to all the rates and charges, terms and conditions, and Commission
4	Decisions relative to each's transferring entity.
5	IT IS FURTHER ORDERED that this Decision shall become effective immediately.
6	BY ORDER OF THE ARIZONA CORPORATION COMMISSION.
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9	COMMISSIONER - CHAIRMAN COMMISSIONER COMMISSIONER
10	COMMISSIONER - CHAIRMAN COMMISSIONER COMMISSIONER
11	IN WITNESS WHEREOF, I, JACK ROSE, Executive Secretary of the Arizona Corporation Commission, have hereunto set my hand and caused the official seal
12	of the Commission to be affixed at the Capitol, in the City of Phoenix, this
13	day of, 1770.
14	JACK ROSE
15	EXECUTIVE SECRETARY
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DECISION NO.

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1	SERVICE LIST FOR:	BROOKE WATER, L.L.C.; DESERT UTILITIES, INC. HIGH COUNTRY WATER CO., INC.; PINE-OAK
2		WATER CO., INC.; E & R WATER CO., INC. WILLIAMSON WATERWORKS, INC.; UNITEI
3		UTILITIES, INC.; and C & S WATER CO., INC.
4	DOCKET NOS.:	W-03510A-98-0073; W-03039A-98-0073; W-03511A-98 0074; W-02075A-98-0074; W-03511-98-0075; W
5		03511A-98-0075; W-03511A-98-0076; W-02396A-98 0076; W-03512A-98-0078; W-01993A-98-0078; W
6		03512A-98-0079; W-02137A-98-0079; W-03513A-98 0080; W-01993A-98-0080; W-03513A-98-0081; W
7		02137A-98-0081; W-03514A-98-0083; W-02134A-98 0083; W-03514A-98-0084; W-01993A-98-0084; and W
8	,	03515A-98-0077; W-01993A-98-0077; W-03513A-98 0082 and W-01576A-98-0082.
9		0002 and W 0157011 70 0002.
10	Samantha Masters-Brown	
11	Kevin D. Quigley STREICH LANG, P.A. Renaissance One	
12	Two North Central Avenue Phoenix, Arizona 85004-2391	
13		
14	Robert T. Hardcastle c/o BROOKE UTILITIES, INC. 1011 South Stover Road	
15	Payson, Arizona 85541	
16	Paul Bullis, Chief Counsel Janet Wagner, Staff Attorney	
17	Legal Division ARIZONA CORPORATION COMMISS	ION
18	1200 West Washington Street Phoenix, Arizona 85007	
19	Director Utilities Division	: :
20	ARIZONA CORPORATION COMMISS 1200 West Washington Street	ION
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Robert T. Hardcastle: 4/18/1998 10:18/c:\clearorq\files\systems.aci

DECISION NO.

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EXHIBIT 3

NEW /EXISTING COMPANY

Brooke Water, L.L.C.

Circle City Water Co., L.L.C.

Payson Water Co., Inc.

Tonto Basin Water Co., Inc.

Pine Water Co., Inc.

LEGAL DESCRIPTION

Area currently certificated to it located in township 10 north, range 19 west, as depicted on Map No. 7, attached.

All areas located within township 3 north, range 1 west; and township 6 north, range 3 west, formerly certificated to Brooke Water, L.L.C., as depicted on Map Nos. 27 and 47, attached.

All areas located within township 8 north, range 10 east; township 10 north, range 11 east; township 11 north, range 10 east; township 11 north, range 11 east; township 11 ½ north, range 10 east; township 11 ½ north, range 10 east; township 12 north, range 10 east, formerly certificated to United Utilities, Inc., as depicted on Map Nos. 8, 10, 12, 13, 18, 19, and 22, respectively. All areas located within township 9 north, range 10 east formerly certificated to C & S Water Company, Inc., as depicted on Map No. 9, attached.

All areas located within township 3 north, range 13 east; township 5 north, range 11 east; township 6 north, range 10 east; township 6 north, range 11 east, formerly certificated to United Utilities, Inc., as depicted on Map Nos. 4, 5, 6, and 7, respectively.

All areas located within township 11 ½ north, range 9 east; township 12 north, range 9 east, formerly certificated to E & R Water Company, Inc., and Williamson Waterworks, Inc. as described on Map Nos. 17 and 21, attached. All areas located within township 12, north, range 8 east, described as "Pine Systems" formerly certificated to E & R Water Company, Inc., and Williamson Waterworks, Inc., as depicted on Map No. 20, attached.

EXHIBIT 3 (Cont'd)

NEW /EXISTING COMPANY

LEGAL DESCRIPTION

Navajo Water Co., Inc.

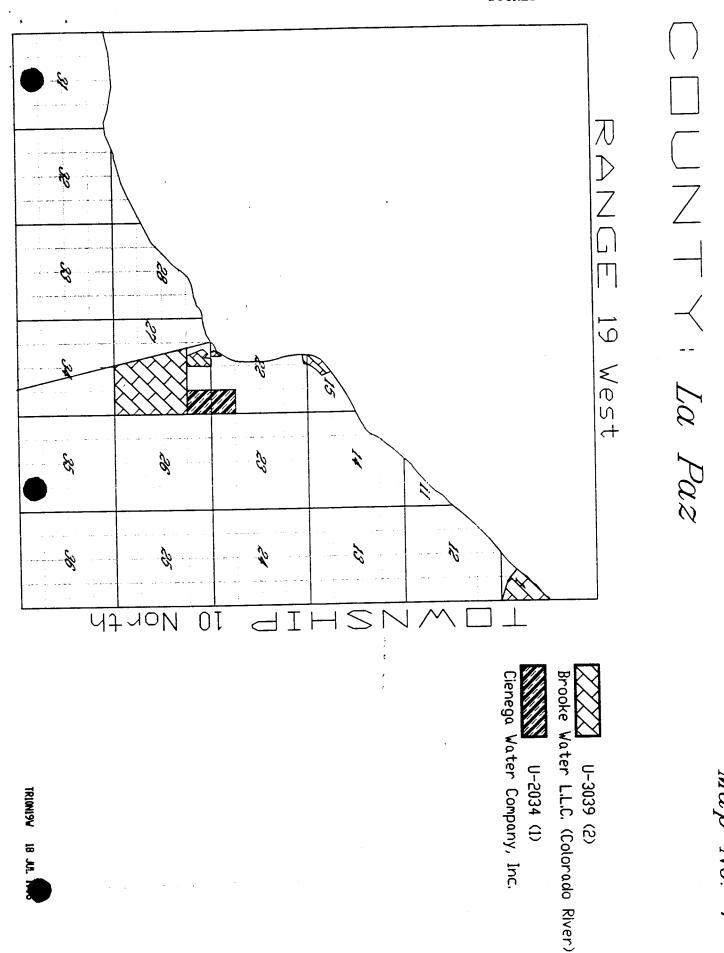
All areas located within township 9 north, range 21 east, formerly certificate to Pine Oak Water Company, Inc., as depicted on Map No. 3, attached. All areas located within township 10 north, range 21 east, formerly certificated to Desert Utilities, Inc., as depicted on Map No. 7, attached. All areas located within township 11 north, range 22 east, formerly certificated to High Country Water, Inc., as depicted on Map No. 12, attached.

Strawberry Water Co., Inc.

All areas located within township 12, north, range 8 east, described as "Strawberry Systems" formerly certificated to E & R Water Company, Inc., United Utilities, Inc., and Williamson Waterworks, Inc., as depicted on Map No. 20, attached.

Page 2 of 2

BROOKE WATER L.L.C. MAP NO. 7



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Map No.

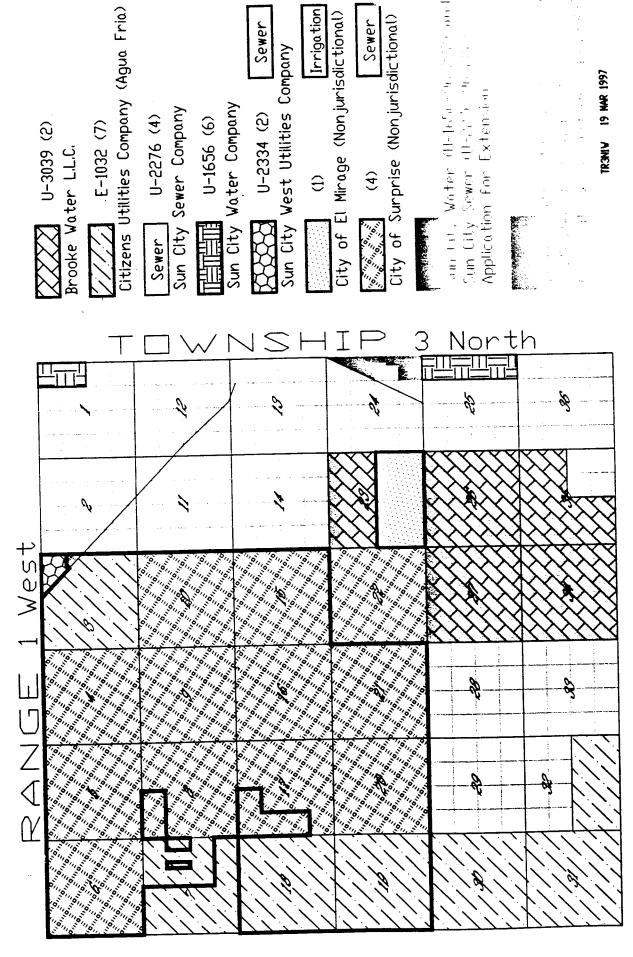
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CIRCLE CITY WATER CO., L.L.C. MAP NOS. 27 AND 47

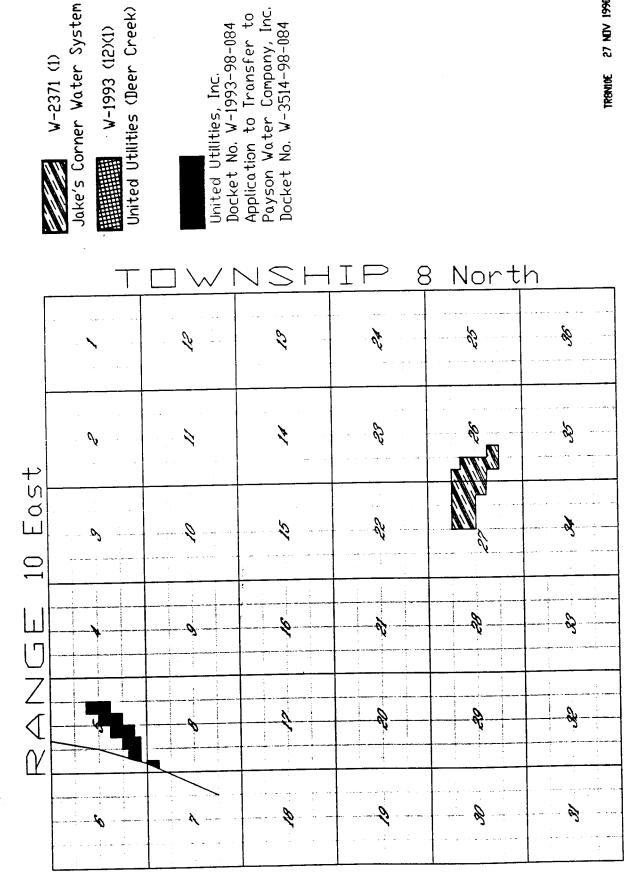
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PAYSON WATER CO., INC. MAP NOS. 8, 9, 10, 12, 13, 18, 19 AND 22



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W-1993 (12)(3)
United Utilities (Star/Quall Valley)

United Utilities, Inc.
Docket No. W-1993-98-084
Application to Transfer to
Payson Water Company, Inc.
Docket No. W-3514-98-084

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Beaver Valley Water Company, Inc. 27 NOV 1990 W-1993 (12)(3)(1) Payson Water Company, Inc. Application to Transfer to Docket No. W-3514-98-084 United Utilities, Inc. Docket No. W-1993-98-084 V-2015 (2) TRIINIOE United Utilities North I Star/Quail Valley 6 Mesa del Caballo 10 East **Existing System** East Verde Park Flowing Springs 2

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W-1993 (12)(3)
United Utilities (Star/Quail Valley)

United Utilities, Inc.
Docket No. W-1993-98-084
Application to Transfer to
Payson Water Company, Inc.
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Beaver Valley Water Company, Inc. V-2014 (2)

W-1993 (12)(1)(2) United Utilities (Geronimo & Whispering Pines)

Payson Water Company, Inc. Application to Transfer to Docket No. W-3514-98-084 Docket No. W-1993-98-084 Jnited Utilities, Inc.

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United Utilities (Myrtle Ridge)

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Application to Transfer to
Payson Water Company, Inc.
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	U-1993 (12)(2) United Utilities (Whispering Pines)		United Utilities, Inc. Docket No. W-1993-98-084	Application to Transfer to Payson Water Company, Inc. Docket No. W-3514-98-084			TRIZNIOE 27 NOV 1990
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TONTO BASIN WATER CO., INC. MAP NOS. 4, 5, 6 AND 7

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Tonto Basin Water Company, Inc. (W-3515) United Utilities (Roosevelt Lake Estates) United Utilities, Inc. (W-1993-98-077) Application to Transfer to Roosevelt Lake Resort, Inc. U-1993 (12)(1) U-1958 (1) 53 G. 2 E 1 East 133

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United Utilities (Tonto Basin) Application to Transfer to TRSNIIE North B 13 3 B B F East No Existing System RANGE North Bay

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Tonto Basin Water Company

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| United Utilities (Tonto Basin)

United Utilities, Inc. (W-1993-98-077) Application to Transfer to Tonto Bosin Woter Company, Inc. (W-3515)

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Map No. 7.

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U-1993 (12)(3)
United Utilities (Tonto Basin Roosevelt Gardens East)

Application to Transfer to Tonto Basin Vater Company, Inc. (W-3515

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PINE WATER CO., INC. MAP NOS. 17, 20 AND 21

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Williamson Waterworks, Inc.

Est Water Company, Inc. Williamson Waterworks, Inc. Application to Transfer to Pine Water Company, Inc. Docket No. W-3512-98-079

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E & R Water Company, Inc. (Pine System)

Solitude Trails Domestic Water Improvement District (Nonjurisdictional)

E & K Woter Company, Inc. Williamson Waterworks, Inc. Application to Transfer to Pine Water Company, Inc. Bocket No. W-3512-98-079

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NAVAJO WATER CO., INC. MAP NOS. 3, 7, AND 12

 $\square \sqcap \top \uparrow \square$ Navajo

[][][][]] U-2396 (1) Pine Dak Water Company, Inc.

Pine Dak Water Company, Inc. Docket No. W-2396-98-076 Application to Transfer to Navajo Water Company, Inc. Docket No. W-3511-98-076

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U-2075 (1) Desert Utilities, Inc.

Fools Hollow Water Company U-2042 (1)

Papa, George M. Water Company U-1894 (4)

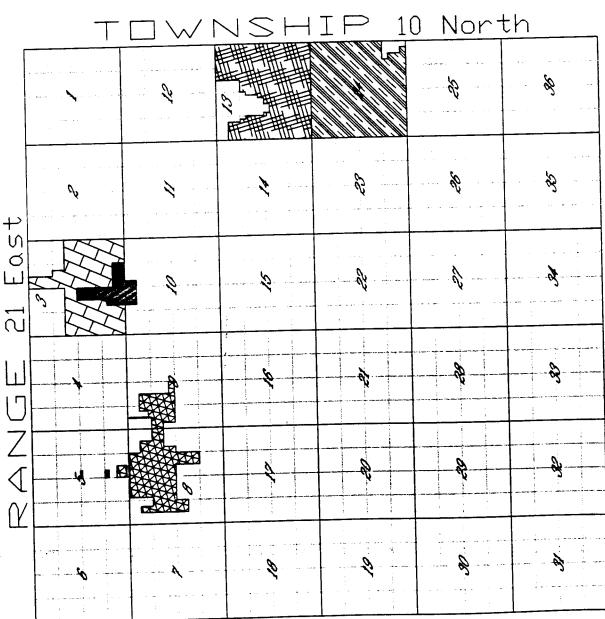
U-1653 (1)

Park Valley Water Company U-2470 (1)

White Mountain Water Company

Navajo Water Company, Inc. Application to Transfer to Docket No. W-2075-98-074 Docket No. W-3511-98-074 Desert Utilities, Inc.

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White Mountain Lake Estates, Inc. Silver Well Service Corporation Navajo Water Company, Inc. Application to Transfer to Docket No. W-3511-98-075 High Country Water, Inc. U-1979 (1) U-1983 (1) U-2417 (1) High Country Water, North 11 East 22

STRAWBERRY WATER CO., INC. MAP NO. 20

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Strawberry Water Company, Inc. Water Improvement District 29 OCT 1996 United Utilities (Strawberry) Pine Creek Canyon Domestic Application to Transfer to L & K Water Company, Inc. Williamson Woterworks, Inc. Application to Tronsfer to L & K Water Company, Inc. Williamson Waterworks, Inc. Docket No. W-3512-98-079 Strawberry Water Company Williamson Waterworks, Inc. Jocket No. W-3513-98-080 E & R Water Company, Inc. Pine Water Company, Inc. U-1993 (12)(1) U-2137 (2) U-1576 (3) U-1407 (1) TR12NBE United Utilities, Inc. (Non jurisdictional) North 2 Pine Systems B East ∞ Strawberry Systems